

**EXHIBIT C**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
WINC, INC., <i>et al.</i> , <sup>1</sup>	Case No. 22-11238 (LSS)
Debtors.	(Jointly Administered)
	<b>Ref. Docket No. ____</b>

**ORDER APPROVING FIRST AND FINAL FEE APPLICATION OF  
CANACCORD GENUITY LLC**

Upon consideration of the application (the “Final Fee Application”)<sup>2</sup> of Canaccord Genuity LLC (“CG”), as investment banker for the above-captioned debtors (collectively, the “Debtors”), for allowance of compensation and reimbursement of expenses on a final basis; and it appearing to the Court that all of the requirements of section 327, 328, and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that notice of the Final Fee Application was appropriate; and after due deliberation and sufficient good cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Final Fee Application is APPROVED on a final basis.
2. CG is granted final allowance of compensation in the amount of \$995,000.00.
3. CG is granted final allowance of expenses in the amount of \$79,999.99.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

<sup>2</sup> Capitalized terms used, but not otherwise defined herein, shall have their meanings ascribed to them in the Final Fee Application.

4. CG is directed to apply the expense retainer in the amount of \$75,000.00 to the expenses allowed by this Order, resulting in a net amount due of \$4,999.99 on account of expenses.

5. The Debtors are authorized and directed to remit payment to CG in the amounts set forth herein, less all amounts previously paid on account of such fees and expenses.

6. The Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.